

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

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Caption in compliance with D.N.J. 9004-2(c)

Prepared By: Donald F. Campbell, Jr. (DC8924)  
Giordano Halleran & Ciesla  
125 Half Mile Road  
Red Bank, New Jersey 07701  
(732) 741-3900  
Attorneys for Partner Assessment Corporation

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In re	Chapter 11
BIRDSALL SERVICES GROUP, INC. ET AL.,	Case No. 13-16743 (MBK)
Debtors.	Judge: Hon. Michael B. Kaplan, U.S.B.J.

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**CERTIFICATION OF FRANK ROMEO IN SUPPORT OF MOTION TO APPROVE  
SALE OF ASSETS TO PARTNER ASSESSMENT CORPROATION**

I, FRANK S. ROMEO, JR., of full age, do hereby certify as follows:

1. I am a Principal with Partner Assessment Corporation (“*Partner*”) and Director of Operations for Partner’s eastern region. I submit this certification in lieu of testimony in support of the Chapter 11 Trustee’s motion seeking approval of the sale of substantially all of the Debtors’ assets to Partner.

2. Partner is a wholly-owned subsidiary of Partner Engineering & Sciences, Inc., a national engineering firm based in Torrance, California, which has been in operation for over five years. Partner Engineering has over twenty three (23) regional offices and services all fifty states as well as Mexico and Canada.

3. On March 29, 2013, the Debtor filed an emergent Chapter 11 bankruptcy petition.

4. On April 3, 2013 Partner discovered that Birdsall Services Group, Inc. (“Birdsall” or the “Debtor”) was seeking to sell its assets.

5. On April 4, 2013, representatives of Partner spoke with Bruce Craig of England and Co. and on April 5, 2013 executed a Non-disclosure agreement.

6. Partner continued to discuss a possible acquisition of the Debtors’ assets with the officers and directors of Birdsall.

7. On April 12, 2013, Partner retained the law firm of Giordano, Halleran & Ciesla, PC to represent the company in connection with the possible acquisition of the Debtors’ assets through the bankruptcy process.

8. On April 15, 2013, Partner learned that the US Trustee’s Office appointed Edwin H. Stier as Chapter 11 Trustee for the Debtors’ bankruptcy estate.

9. On April 19, 2013, Partner through counsel submitted to Mr. Steir and his bankruptcy counsel a proposed Letter of Intent offering to acquire a substantial portion of the Debtors’ assets.

10. Partner negotiated the terms of sale with the Trustee through counsel and, on or about May 2, 2013, the Trustee accepted our proposed offer subject to this Court’s approval and any higher and better offers.

11. On May 3, 2013, the Trustee filed a motion seeking to approve the proposed bidding procedures and to approve Partner’s proposed stalking horse bid as set forth in the Asset Purchase Agreement, which the court approved on May 20, 2013.

12. During this time, Partner continued to conduct due diligence in compliance with the Asset Purchase Agreement and the Bidding Procedures. I and other representatives of

Partner met with existing shareholders and various employees of the Debtor and offered positions should Partner be the successful bidder for the Assets.

13. On May 31, 2013, the Trustee reported to the Court that he did not receive any competing bids and that he intended to seek court approval of the Asset Purchase Agreement executed by Partner.

14. Partner has participated in these proceedings at arm's length through the representation of counsel.

15. Partner has not colluded with any other bidder or the Trustee and has not attempted to take unfair advantage over other bidders.

16. Partner is paying the Trustee adequate consideration for the Debtors' Assets.

17. Therefore, Partner requests this Court approve the sale pursuant to the terms of the Asset Purchase Agreement and find that Partner is a good faith buyer entitled to protections under Section 363(m) of the United States Bankruptcy Code.

I hereby certify that the statements made by me are true. I am aware that if any statement is willfully false, I am subject to punishment.

Dated: June 4, 2013

/s/ Frank S. Romeo, Jr.

Frank S. Romeo, Jr.